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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORPORATION, <i>et al.</i> ,	:	Case No. 09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	
	:	

**LIMITED OBJECTION AND RESERVATION OF RIGHTS TO DEBTORS' MOTION,  
INTER ALIA, TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS**

The Royal Bank of Scotland plc, ABN AMRO Bank N.V. and RBS Citizens N.A.  
(collectively, "RBS"), by and through its undersigned counsel, hereby object to the motion (the  
"Motion") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors")  
for an order authorizing the Debtors to, *inter alia*, assume and assign certain executory contracts  
to Vehicle Acquisition Holdings LLC, and respectfully state as follows:

**BACKGROUND**

1. ICX Corporation,<sup>1</sup> as assignee, is party to a Lease Agreement, dated July  
17, 2003, with General Motors Corporation pertaining to the construction of a "System" by  
Lordstown Energy (the "Lordstown Lease"), which upon information and belief operates

<sup>1</sup> As a result of Charter One Bank, National Association's acquisition by RBS Citizens, N.A., ICX Corporation, Inc. operates as a wholly-owned subsidiary of RBS Citizens, N.A.

pursuant to a certain Utility Services Agreement, at GM's Lordstown, Ohio manufacturing facility for the provision of utilities services to such facility.

2. Upon information and belief, on or about June 5, 2009, the Debtors served certain parties to executory contracts and unexpired leases with their *Notice of (I) Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto* (the "Assumption Notice"), pursuant to which executory contract parties whose contracts may be assumed were directed to a website listing cure amounts and giving such parties ten days from the date of the notice within which to assert objections.

#### **LIMITED OBJECTION AND RESERVATION OF RIGHTS**

3. Upon information and belief, an Assumption Notice with respect to the Lordstown Lease may have been sent, however, such notice has not reached the individuals at RBS responsible for this matter nor has it been received by counsel.<sup>2</sup> Accordingly, out of an abundance of caution, RBS has filed this objection and reserves all of its rights with respect to any such notice and cure amounts identified by the Debtors with respect to the Lordstown Lease.

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<sup>2</sup> As contemplated at the hearing before this Court on June 1, 2009, counsel for RBS notified counsel for the Debtors, Weil, Gotshal & Manges LLP, via e-mail on June 3, 2009, that any notices with respect to assumption and assignment or rejection of unexpired leases and executory contracts with respect to our clients, The Royal Bank of Scotland plc, ABN AMRO Bank N.V., RBS Citizens N.A. and ICX Corporation, should be delivered to counsel as well as the relevant party.

**CONCLUSION**

WHEREFORE, RBS respectfully requests that the Motion be conditioned on the resolution of the appropriate cure amounts, together with such other and further relief as this Court deems just and proper.

Dated: New York, NY  
June 15, 2009

**CLIFFORD CHANCE US LLP**

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